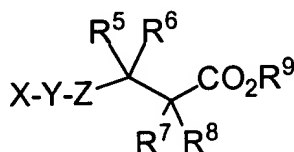


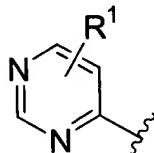
**IN THE CLAIMS**

Please replace claims 41-43 with the following amended claims 41-43. A marked up version of claims 41-43 highlighting additions in underline and deletions in brackets is attached in Appendix A.

41. (Amended) A compound of the formula

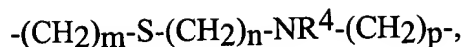


wherein X is



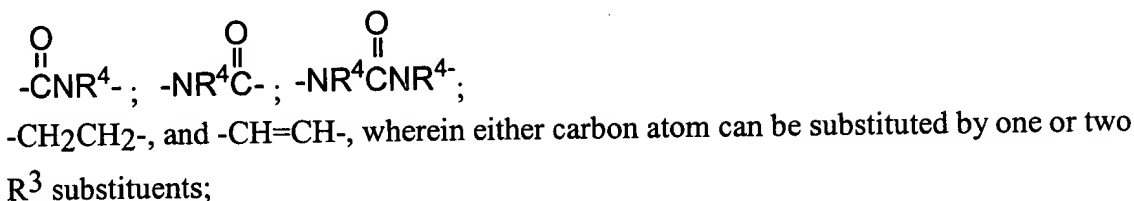
Y is selected from the group consisting of

- (CH<sub>2</sub>)<sub>m</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-O-(CH<sub>2</sub>)<sub>n</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-NR<sup>4</sup>-(CH<sub>2</sub>)<sub>n</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-S-(CH<sub>2</sub>)<sub>n</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-SO-(CH<sub>2</sub>)<sub>n</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-SO<sub>2</sub>-(CH<sub>2</sub>)<sub>n</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-O-(CH<sub>2</sub>)<sub>n</sub>-O-(CH<sub>2</sub>)<sub>p</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-O-(CH<sub>2</sub>)<sub>n</sub>-NR<sup>4</sup>-(CH<sub>2</sub>)<sub>p</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-NR<sup>4</sup>-(CH<sub>2</sub>)<sub>n</sub>-NR<sup>4</sup>-(CH<sub>2</sub>)<sub>p</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-O-(CH<sub>2</sub>)<sub>n</sub>-S-(CH<sub>2</sub>)<sub>p</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-S-(CH<sub>2</sub>)<sub>n</sub>-S-(CH<sub>2</sub>)<sub>p</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-NR<sup>4</sup>-(CH<sub>2</sub>)<sub>n</sub>-S-(CH<sub>2</sub>)<sub>p</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-NR<sup>4</sup>-(CH<sub>2</sub>)<sub>n</sub>-O-(CH<sub>2</sub>)<sub>p</sub>-,
- (CH<sub>2</sub>)<sub>m</sub>-S-(CH<sub>2</sub>)<sub>n</sub>-O-(CH<sub>2</sub>)<sub>p</sub>-, and



B' wherein any methylene (CH<sub>2</sub>) carbon atom in Y, other than in R<sup>4</sup>, can be substituted by one or two R<sup>3</sup> substituents;

Z is selected from the group consisting of



R<sup>1</sup> and R<sup>2</sup> are each independently selected from the group consisting of

hydrogen, halogen, C<sub>1-10</sub> alkyl, C<sub>3-8</sub> cycloalkyl,  
C<sub>3-8</sub> cycloheteroalkyl, C<sub>3-8</sub> cycloalkyl C<sub>1-6</sub> alkyl,  
C<sub>3-8</sub> cycloheteroalkyl C<sub>1-6</sub> alkyl, aryl, aryl C<sub>1-8</sub> alkyl, amino,  
amino C<sub>1-8</sub> alkyl, C<sub>1-3</sub> acylamino, C<sub>1-3</sub> acylamino C<sub>1-8</sub> alkyl,  
(C<sub>1-6</sub> alkyl)<sub>p</sub>amino, (C<sub>1-6</sub> alkyl)<sub>p</sub>amino C<sub>1-8</sub> alkyl,  
C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> alkoxy C<sub>1-6</sub> alkyl, hydroxycarbonyl,  
hydroxycarbonyl C<sub>1-6</sub> alkyl, C<sub>1-3</sub> alkoxycarbonyl,  
C<sub>1-3</sub> alkoxycarbonyl C<sub>1-6</sub> alkyl, hydroxycarbonyl-  
C<sub>1-6</sub> alkyloxy, hydroxy, hydroxy C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkyloxy-  
C<sub>1-6</sub> alkyl, nitro, cyano, trifluoromethyl, trifluoromethoxy,  
trifluoroethoxy, C<sub>1-8</sub> alkyl-S(O)<sub>p</sub>, (C<sub>1-8</sub>alkyl)<sub>p</sub>aminocarbonyl,  
C<sub>1-8</sub> alkyloxy-carbonylamino, (C<sub>1-8</sub> alkyl)<sub>p</sub>aminocarbonyloxy,  
(aryl C<sub>1-8</sub> alkyl)<sub>p</sub>amino, (aryl)<sub>p</sub>amino, aryl C<sub>1-8</sub>  
alkylsulfonylamino, and C<sub>1-8</sub> alkylsulfonylamino;

or two R<sup>1</sup> substituents, when on the same carbon atom, are taken together with the carbon atom to which they are attached to form a carbonyl group;

each R<sup>3</sup> is independently selected from the group consisting of  
hydrogen,

B'

aryl,  
C<sub>1-10</sub> alkyl,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-O-(CH<sub>2</sub>)<sub>s</sub>-,  
aryl-(CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>-(CH<sub>2</sub>)<sub>s</sub>-,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-C(O)-(CH<sub>2</sub>)<sub>s</sub>-,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-C(O)-N(R<sup>4</sup>)-(CH<sub>2</sub>)<sub>s</sub>-,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-N(R<sup>4</sup>)-C(O)-(CH<sub>2</sub>)<sub>s</sub>-,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-N(R<sup>4</sup>)-(CH<sub>2</sub>)<sub>s</sub>-,  
halogen,  
hydroxyl,  
oxo,  
trifluoromethyl,  
C<sub>1-8</sub> alkylcarbonylamino,  
aryl C<sub>1-5</sub> alkoxy,  
C<sub>1-5</sub> alkoxycarbonyl,  
(C<sub>1-8</sub> alkyl)<sub>p</sub>aminocarbonyl,  
C<sub>1-6</sub> alkylcarbonyloxy,  
C<sub>3-8</sub> cycloalkyl,  
(C<sub>1-6</sub> alkyl)<sub>p</sub>amino,  
amino C<sub>1-6</sub> alkyl,  
arylaminocarbonyl,  
aryl C<sub>1-5</sub> alkylaminocarbonyl,  
aminocarbonyl,  
aminocarbonyl C<sub>1-6</sub> alkyl,  
hydroxycarbonyl,  
hydroxycarbonyl C<sub>1-6</sub> alkyl,  
HC≡C-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkyl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>3-7</sub> cycloalkyl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,  
aryl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkylaryl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,  
CH<sub>2</sub>=CH-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkyl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>3-7</sub> cycloalkyl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,

B1

aryl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkylaryl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkyl-SO<sub>2</sub>-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkylaryl-SO<sub>2</sub>-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkoxy,  
aryl C<sub>1-6</sub> alkoxy,  
aryl C<sub>1-6</sub> alkyl,  
(C<sub>1-6</sub> alkyl)<sub>p</sub>amino C<sub>1-6</sub> alkyl,  
(aryl)<sub>p</sub>amino,  
(aryl)<sub>p</sub>amino C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-6</sub> alkyl)<sub>p</sub>amino,  
(aryl C<sub>1-6</sub> alkyl)<sub>p</sub>amino C<sub>1-6</sub> alkyl,  
arylcarbonyloxy,  
aryl C<sub>1-6</sub> alkylcarbonyloxy,  
(C<sub>1-6</sub> alkyl)<sub>p</sub>aminocarbonyloxy,  
C<sub>1-8</sub> alkylsulfonylamino,  
arylsulfonylamino,  
C<sub>1-8</sub> alkylsulfonylamino C<sub>1-6</sub> alkyl,  
arylsulfonylamino C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylsulfonylamino,  
aryl C<sub>1-6</sub> alkylsulfonylamino C<sub>1-6</sub> alkyl,  
C<sub>1-8</sub> alkoxycarbonylamino,  
C<sub>1-8</sub> alkoxycarbonylamino C<sub>1-8</sub> alkyl,  
aryloxycarbonylamino C<sub>1-8</sub> alkyl,  
aryl C<sub>1-8</sub> alkoxycarbonylamino,  
aryl C<sub>1-8</sub> alkoxycarbonylamino C<sub>1-8</sub> alkyl,  
C<sub>1-8</sub> alkylcarbonylamino,  
C<sub>1-8</sub> alkylcarbonylamino C<sub>1-6</sub> alkyl,  
arylcarbonylamino C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylcarbonylamino,  
aryl C<sub>1-6</sub> alkylcarbonylamino C<sub>1-6</sub> alkyl,  
aminocarbonylamino C<sub>1-6</sub> alkyl,  
(C<sub>1-8</sub> alkyl)<sub>p</sub>aminocarbonylamino,  
(C<sub>1-8</sub> alkyl)<sub>p</sub>aminocarbonylamino C<sub>1-6</sub> alkyl,

B'  
(aryl)paminocarbonylamino C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-8</sub> alkyl)paminocarbonylamino,  
(aryl C<sub>1-8</sub> alkyl)paminocarbonylamino C<sub>1-6</sub> alkyl,  
aminosulfonylamino C<sub>1-6</sub> alkyl,  
(C<sub>1-8</sub> alkyl)paminosulfonylamino,  
(C<sub>1-8</sub> alkyl)paminosulfonylamino C<sub>1-6</sub> alkyl,  
(aryl)paminosulfonylamino C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-8</sub> alkyl)paminosulfonylamino,  
(aryl C<sub>1-8</sub> alkyl)paminosulfonylamino C<sub>1-6</sub> alkyl,  
C<sub>1-6</sub> alkylsulfonyl,  
C<sub>1-6</sub> alkylsulfonyl C<sub>1-6</sub> alkyl,  
arylsulfonyl C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylsulfonyl,  
aryl C<sub>1-6</sub> alkylsulfonyl C<sub>1-6</sub> alkyl,  
C<sub>1-6</sub> alkylcarbonyl,  
C<sub>1-6</sub> alkylcarbonyl C<sub>1-6</sub> alkyl,  
arylcarbonyl C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylcarbonyl,  
aryl C<sub>1-6</sub> alkylcarbonyl C<sub>1-6</sub> alkyl,  
C<sub>1-6</sub> alkylthiocarbonylamino,  
C<sub>1-6</sub> alkylthiocarbonylamino C<sub>1-6</sub> alkyl,  
arylthiocarbonylamino C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylthiocarbonylamino,  
aryl C<sub>1-6</sub> alkylthiocarbonylamino C<sub>1-6</sub> alkyl,  
(C<sub>1-8</sub> alkyl)paminocarbonyl C<sub>1-6</sub> alkyl,  
(aryl)paminocarbonyl C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-8</sub> alkyl)paminocarbonyl, and  
(aryl C<sub>1-8</sub> alkyl)paminocarbonyl C<sub>1-6</sub> alkyl;

or two R<sup>3</sup> substituents, when on the same carbon atom are taken together with the carbon atom to which they are attached to form a carbonyl group or a cyclopropyl group, wherein any of the alkyl groups of R<sup>3</sup> are either unsubstituted or substituted with one to three R<sup>1</sup> substituents, and provided that each R<sup>3</sup> is selected such that in the resultant compound the carbon atom or atoms to which R<sup>3</sup> is attached is itself attached to no more than one heteroatom;

each R<sup>4</sup> is independently selected from the group consisting of

B1  
hydrogen,  
aryl,  
aminocarbonyl,  
C<sub>3-8</sub> cycloalkyl,  
amino C<sub>1-6</sub> alkyl,  
(aryl)<sub>p</sub>aminocarbonyl,  
(aryl C<sub>1-5</sub> alkyl)<sub>p</sub>aminocarbonyl,  
hydroxycarbonyl C<sub>1-6</sub> alkyl,  
C<sub>1-8</sub> alkyl,  
aryl C<sub>1-6</sub> alkyl,  
(C<sub>1-6</sub> alkyl)<sub>p</sub>amino C<sub>2-6</sub> alkyl,  
(aryl C<sub>1-6</sub> alkyl)<sub>p</sub>amino C<sub>2-6</sub> alkyl,  
C<sub>1-8</sub> alkylsulfonyl,  
C<sub>1-8</sub> alkoxycarbonyl,  
aryloxycarbonyl,  
aryl C<sub>1-8</sub> alkoxycarbonyl,  
C<sub>1-8</sub> alkylcarbonyl,  
arylcarbonyl,  
aryl C<sub>1-6</sub> alkylcarbonyl,  
(C<sub>1-8</sub> alkyl)<sub>p</sub>aminocarbonyl,  
aminosulfonyl,  
C<sub>1-8</sub> alkylaminosulfonyl,  
(aryl)<sub>p</sub>aminosulfonyl,  
(aryl C<sub>1-8</sub> alkyl)<sub>p</sub>aminosulfonyl,  
arylsulfonyl,  
arylC<sub>1-6</sub> alkylsulfonyl,  
C<sub>1-6</sub> alkylthiocarbonyl,  
arylthiocarbonyl, and  
aryl C<sub>1-6</sub> alkylthiocarbonyl,

wherein any of the alkyl groups of R<sup>4</sup> are either unsubstituted or substituted with one to three R<sup>1</sup> substituents;

R<sup>5</sup> and R<sup>6</sup> are each independently selected from the group consisting of

hydrogen,

C<sub>1-10</sub> alkyl,

aryl,

aryl-(CH<sub>2</sub>)<sub>r</sub>-O-(CH<sub>2</sub>)<sub>s</sub>-,

aryl-(CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>-(CH<sub>2</sub>)<sub>s</sub>-,

aryl-(CH<sub>2</sub>)<sub>r</sub>-C(O)-(CH<sub>2</sub>)<sub>s</sub>-,

aryl-(CH<sub>2</sub>)<sub>r</sub>-C(O)-N(R<sup>4</sup>)-(CH<sub>2</sub>)<sub>s</sub>-,

aryl-(CH<sub>2</sub>)<sub>r</sub>-N(R<sup>4</sup>)-C(O)-(CH<sub>2</sub>)<sub>s</sub>-,

aryl-(CH<sub>2</sub>)<sub>r</sub>-N(R<sup>4</sup>)-(CH<sub>2</sub>)<sub>s</sub>-,

halogen,

hydroxyl,

C<sub>1-8</sub> alkylcarbonylamino,

aryl C<sub>1-5</sub> alkoxy,

C<sub>1-5</sub> alkoxycarbonyl,

(C<sub>1-8</sub> alkyl)<sub>p</sub>aminocarbonyl,

C<sub>1-6</sub> alkylcarbonyloxy,

C<sub>3-8</sub> cycloalkyl,

(C<sub>1-6</sub> alkyl)<sub>p</sub>amino,

amino C<sub>1-6</sub> alkyl,

arylaminocarbonyl,

aryl C<sub>1-5</sub> alkylaminocarbonyl,

aminocarbonyl,

aminocarbonyl C<sub>1-6</sub> alkyl,

hydroxycarbonyl,

hydroxycarbonyl C<sub>1-6</sub> alkyl,

HC≡C-(CH<sub>2</sub>)<sub>t</sub>-,

C<sub>1-6</sub> alkyl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,

C<sub>3-7</sub> cycloalkyl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,

aryl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,

C<sub>1-6</sub> alkylaryl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,

CH<sub>2</sub>=CH-(CH<sub>2</sub>)<sub>t</sub>-,

C<sub>1-6</sub> alkyl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,

C<sub>3-7</sub> cycloalkyl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,

aryl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,

B'

C<sub>1-6</sub> alkylaryl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkyl-SO<sub>2</sub>-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkylaryl-SO<sub>2</sub>-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkoxy,  
aryl C<sub>1-6</sub> alkoxy,  
aryl C<sub>1-6</sub> alkyl,  
(C<sub>1-6</sub> alkyl)<sub>p</sub>amino C<sub>1-6</sub> alkyl,  
(aryl)<sub>p</sub>amino,  
(aryl)<sub>p</sub>amino C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-6</sub> alkyl)<sub>p</sub>amino,  
(aryl C<sub>1-6</sub> alkyl)<sub>p</sub>amino C<sub>1-6</sub> alkyl,  
arylcarbonyloxy,  
aryl C<sub>1-6</sub> alkylcarbonyloxy,  
(C<sub>1-6</sub> alkyl)<sub>p</sub>aminocarbonyloxy,  
C<sub>1-8</sub> alkylsulfonylamino,  
arylsulfonylamino,  
C<sub>1-8</sub> alkylsulfonylamino C<sub>1-6</sub> alkyl,  
arylsulfonylamino C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylsulfonylamino,  
aryl C<sub>1-6</sub> alkylsulfonylamino C<sub>1-6</sub> alkyl,  
C<sub>1-8</sub> alkoxycarbonylamino,  
C<sub>1-8</sub> alkoxycarbonylamino C<sub>1-8</sub> alkyl,  
aryloxycarbonylamino C<sub>1-8</sub> alkyl,  
aryl C<sub>1-8</sub> alkoxycarbonylamino,  
aryl C<sub>1-8</sub> alkoxycarbonylamino C<sub>1-8</sub> alkyl,  
C<sub>1-8</sub> alkylcarbonylamino,  
C<sub>1-8</sub> alkylcarbonylamino C<sub>1-6</sub> alkyl,  
arylcarbonylamino C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylcarbonylamino,  
aryl C<sub>1-6</sub> alkylcarbonylamino C<sub>1-6</sub> alkyl,  
aminocarbonylamino C<sub>1-6</sub> alkyl,  
(C<sub>1-8</sub> alkyl)<sub>p</sub>aminocarbonylamino,  
(C<sub>1-8</sub> alkyl)<sub>p</sub>aminocarbonylamino C<sub>1-6</sub> alkyl,  
(aryl)<sub>p</sub>aminocarbonylamino C<sub>1-6</sub> alkyl,



B1

(aryl C<sub>1-8</sub> alkyl)paminocarbonylamino,  
(aryl C<sub>1-8</sub> alkyl)paminocarbonylamino C<sub>1-6</sub> alkyl,  
aminosulfonylamino C<sub>1-6</sub> alkyl,  
(C<sub>1-8</sub> alkyl)paminosulfonylamino,  
(C<sub>1-8</sub> alkyl)paminosulfonylamino C<sub>1-6</sub> alkyl,  
(aryl)paminosulfonylamino C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-8</sub> alkyl)paminosulfonylamino,  
(aryl C<sub>1-8</sub> alkyl)paminosulfonylamino C<sub>1-6</sub> alkyl,  
C<sub>1-6</sub> alkylsulfonyl,  
C<sub>1-6</sub> alkylsulfonyl C<sub>1-6</sub> alkyl,  
arylsulfonyl C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylsulfonyl,  
aryl C<sub>1-6</sub> alkylsulfonyl C<sub>1-6</sub> alkyl,  
C<sub>1-6</sub> alkylcarbonyl,  
C<sub>1-6</sub> alkylcarbonyl C<sub>1-6</sub> alkyl,  
arylcarbonyl C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylcarbonyl,  
aryl C<sub>1-6</sub> alkylcarbonyl C<sub>1-6</sub> alkyl,  
C<sub>1-6</sub> alkylthiocarbonylamino,  
C<sub>1-6</sub> alkylthiocarbonylamino C<sub>1-6</sub> alkyl,  
arylthiocarbonylamino C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylthiocarbonylamino,  
aryl C<sub>1-6</sub> alkylthiocarbonylamino C<sub>1-6</sub> alkyl,  
(C<sub>1-8</sub> alkyl)paminocarbonyl C<sub>1-6</sub> alkyl,  
(aryl)paminocarbonyl C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-8</sub> alkyl)paminocarbonyl, and  
(aryl C<sub>1-8</sub> alkyl)paminocarbonyl C<sub>1-6</sub> alkyl;

or R<sup>5</sup> and R<sup>6</sup> are taken together with the carbon atom to which they are attached to form a carbonyl group,  
wherein any of the alkyl groups of R<sup>5</sup> or R<sup>6</sup> are either unsubstituted or substituted with one to three R<sup>1</sup> substituents, and provided that each R<sup>5</sup> and R<sup>6</sup> are selected such that in the resultant compound the carbon atom to which R<sup>5</sup> and R<sup>6</sup> are attached is itself attached to no more than one heteroatom;

R<sup>7</sup> and R<sup>8</sup> are each independently selected from the group consisting of

B 1  
hydrogen,  
C<sub>1-10</sub> alkyl,  
aryl,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-O-(CH<sub>2</sub>)<sub>s</sub>-,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-S(O)<sub>p</sub>-(CH<sub>2</sub>)<sub>s</sub>-,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-C(O)-(CH<sub>2</sub>)<sub>s</sub>-,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-C(O)-N(R<sup>4</sup>)-(CH<sub>2</sub>)<sub>s</sub>-,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-N(R<sup>4</sup>)-C(O)-(CH<sub>2</sub>)<sub>s</sub>-,  
aryl-(CH<sub>2</sub>)<sub>r</sub>-N(R<sup>4</sup>)-(CH<sub>2</sub>)<sub>s</sub>-,  
halogen,  
hydroxyl,  
C<sub>1-8</sub> alkylcarbonylamino,  
aryl C<sub>1-5</sub> alkoxy,  
C<sub>1-5</sub> alkoxycarbonyl,  
(C<sub>1-8</sub> alkyl)<sub>p</sub>aminocarbonyl,  
C<sub>1-6</sub> alkylcarbonyloxy,  
C<sub>3-8</sub> cycloalkyl,  
(C<sub>1-6</sub> alkyl)<sub>p</sub>amino,  
amino C<sub>1-6</sub> alkyl,  
arylamino carbonyl,  
aryl C<sub>1-5</sub> alkylaminocarbonyl,  
aminocarbonyl,  
aminocarbonyl C<sub>1-6</sub> alkyl,  
hydroxycarbonyl,  
hydroxycarbonyl C<sub>1-6</sub> alkyl,  
HC≡C-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkyl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>3-7</sub> cycloalkyl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,  
aryl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkylaryl-C≡C-(CH<sub>2</sub>)<sub>t</sub>-,  
CH<sub>2</sub>=CH-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkyl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>3-7</sub> cycloalkyl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,

B 1

aryl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkylaryl-CH=CH-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkyl-SO<sub>2</sub>-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkylaryl-SO<sub>2</sub>-(CH<sub>2</sub>)<sub>t</sub>-,  
C<sub>1-6</sub> alkoxy,  
aryl C<sub>1-6</sub> alkoxy,  
aryl C<sub>1-6</sub> alkyl,  
(C<sub>1-6</sub> alkyl)<sub>p</sub>amino C<sub>1-6</sub> alkyl,  
(aryl)<sub>p</sub>amino,  
(aryl)<sub>p</sub>amino C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-6</sub> alkyl)<sub>p</sub>amino,  
(aryl C<sub>1-6</sub> alkyl)<sub>p</sub>amino C<sub>1-6</sub> alkyl,  
arylcarbonyloxy,  
aryl C<sub>1-6</sub> alkylcarbonyloxy,  
(C<sub>1-6</sub> alkyl)<sub>p</sub>aminocarbonyloxy,  
C<sub>1-8</sub> alkylsulfonylamino,  
arylcarbonylamino,  
arylsulfonylamino,  
C<sub>1-8</sub> alkylsulfonylamino C<sub>1-6</sub> alkyl,  
arylsulfonylamino C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylsulfonylamino,  
aryl C<sub>1-6</sub> alkylsulfonylamino C<sub>1-6</sub> alkyl,  
C<sub>1-8</sub> alkoxycarbonylamino,  
C<sub>1-8</sub> alkoxycarbonylamino C<sub>1-8</sub> alkyl,  
aryloxycarbonylamino C<sub>1-8</sub> alkyl,  
aryl C<sub>1-8</sub> alkoxycarbonylamino,  
aryl C<sub>1-8</sub> alkoxycarbonylamino C<sub>1-8</sub> alkyl,  
C<sub>1-8</sub> alkylcarbonylamino C<sub>1-6</sub> alkyl,  
arylcarbonylamino C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylcarbonylamino,  
aryl C<sub>1-6</sub> alkylcarbonylamino C<sub>1-6</sub> alkyl,  
aminocarbonylamino C<sub>1-6</sub> alkyl,  
arylaminocarbonylamino,  
(C<sub>1-8</sub> alkyl)<sub>p</sub>aminocarbonylamino,

B<sup>1</sup>  
(C<sub>1-8</sub> alkyl)paminocarbonylamino C<sub>1-6</sub> alkyl,  
(aryl)paminocarbonylamino C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-8</sub> alkyl)paminocarbonylamino,  
(aryl C<sub>1-8</sub> alkyl)paminocarbonylamino C<sub>1-6</sub> alkyl,  
aminosulfonylamino C<sub>1-6</sub> alkyl,  
(C<sub>1-8</sub> alkyl)paminosulfonylamino,  
(C<sub>1-8</sub> alkyl)paminosulfonylamino C<sub>1-6</sub> alkyl,  
(aryl)paminosulfonylamino C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-8</sub> alkyl)paminosulfonylamino,  
(aryl C<sub>1-8</sub> alkyl)paminosulfonylamino C<sub>1-6</sub> alkyl,  
C<sub>1-6</sub> alkylsulfonyl,  
C<sub>1-6</sub> alkylsulfonyl C<sub>1-6</sub> alkyl,  
arylsulfonyl C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylsulfonyl,  
aryl C<sub>1-6</sub> alkylsulfonyl C<sub>1-6</sub> alkyl,  
C<sub>1-6</sub> alkylcarbonyl,  
C<sub>1-6</sub> alkylcarbonyl C<sub>1-6</sub> alkyl,  
arylcarbonyl C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylcarbonyl,  
aryl C<sub>1-6</sub> alkylcarbonyl C<sub>1-6</sub> alkyl,  
C<sub>1-6</sub> alkylthiocarbonylamino,  
C<sub>1-6</sub> alkylthiocarbonylamino C<sub>1-6</sub> alkyl,  
arylthiocarbonylamino C<sub>1-6</sub> alkyl,  
aryl C<sub>1-6</sub> alkylthiocarbonylamino,  
aryl C<sub>1-6</sub> alkylthiocarbonylamino C<sub>1-6</sub> alkyl,  
(C<sub>1-8</sub> alkyl)paminocarbonyl C<sub>1-6</sub> alkyl,  
(aryl)paminocarbonyl C<sub>1-6</sub> alkyl,  
(aryl C<sub>1-8</sub> alkyl)paminocarbonyl,  
(aryl C<sub>1-8</sub> alkyl)paminocarbonyl C<sub>1-6</sub> alkyl, and  
C<sub>7-20</sub> polycyclyl C<sub>0-8</sub> alkylsulfonylamino,

wherein any of the alkyl groups of R<sup>7</sup> and R<sup>8</sup> are either unsubstituted or substituted with one to three R<sup>1</sup> substituents, and provided that each R<sup>7</sup> and R<sup>8</sup> are selected such that in the resultant compound the carbon atom to which R<sup>7</sup> and R<sup>8</sup> are attached is itself attached to no more than one heteroatom;

$R^9$  is selected from the group consisting of

B ✓  
hydrogen,  
C<sub>1-8</sub> alkyl,  
aryl,  
aryl C<sub>1-8</sub> alkyl,  
C<sub>1-8</sub> alkylcarbonyloxy C<sub>1-4</sub> alkyl,  
aryl C<sub>1-8</sub> alkylcarbonyloxy C<sub>1-4</sub> alkyl,  
C<sub>1-8</sub> alkylaminocarbonylmethylene, and  
C<sub>1-8</sub> dialkylaminocarbonylmethylene;

wherein

each m is independently an integer from 0 to 6;  
each n is independently an integer from 0 to 6;  
each p is independently an integer from 0 to 2;  
each r is independently an integer from 1 to 3;  
each s is independently an integer from 0 to 3; and  
each t is independently an integer from 0 to 3;

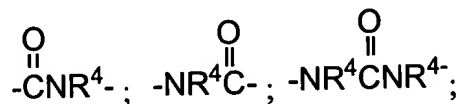
and the pharmaceutically acceptable salts thereof.

42. (Amended) The compound of Claim 41 wherein Y is selected from the group consisting of

$-(CH_2)_m-$ ,  
 $-(CH_2)_m-O-(CH_2)_n-$ ,  
 $-(CH_2)_m-NR^4-(CH_2)_n-$ ,  
 $-(CH_2)_m-S-(CH_2)_n-$ ,  
 $-(CH_2)_m-SO-(CH_2)_n-$ ,  
 $-(CH_2)_m-SO_2-(CH_2)_n-$ ,  
 $-(CH_2)_m-O-(CH_2)_n-O-(CH_2)_p-$ ,  
 $-(CH_2)_m-O-(CH_2)_n-NR^4-(CH_2)_p-$ ,  
 $-(CH_2)_m-NR^4-(CH_2)_n-NR^4-(CH_2)_p-$ , and  
 $-(CH_2)_m-NR^4-(CH_2)_n-O-(CH_2)_p-$ ,

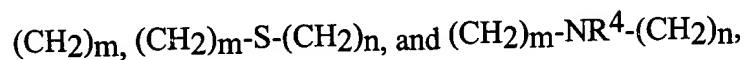
wherein any methylene (CH<sub>2</sub>) carbon atom in Y, other than in R<sup>4</sup>, can be substituted by one or two R<sup>3</sup> substituents;

B<sup>1</sup> and Z is selected from the group consisting of



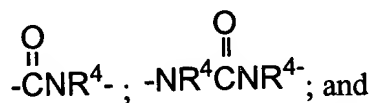
-CH<sub>2</sub>CH<sub>2</sub>-, and -CH=CH-, wherein either carbon atom can be substituted by one or two R<sup>3</sup> substituents.

43. (Amended) The compound of Claim 42 wherein Y is selected from the group consisting of



wherein any methylene (CH<sub>2</sub>) carbon atom in Y, other than in R<sup>4</sup>, can be substituted by one or two R<sup>3</sup> substituents;

and Z is selected from the group consisting of



-CH<sub>2</sub>CH<sub>2</sub>-, wherein either carbon atom can be substituted by one or two R<sup>3</sup> substituents.

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#### REMARKS

##### **I. Status of the Claims**

Claims 41-63 are pending in the instant application. Claims 41, 42, and 43, have been amended by removing the proviso associated with substituent Y. Support for these amendments are found in the specification as originally filed. See for example, the definition of Y on pages 6 and 7 of the specification. Additionally, a typographical error has been corrected in